



QUARTERLY STATEMENT

AS OF JUNE 30, 2013
OF THE CONDITION AND AFFAIRS OF THE

Health Alliance Plan of Michigan

NAIC Group Code	1311	(Current Period)	1311	(Prior Period)	NAIC Company Code	95844	Employer's ID Number	38-2242827
Organized under the Laws of	Michigan				State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States							
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []			
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]			
	Other []				Is HMO, Federally Qualified? Yes [X] No []			
Incorporated/Organized	06/27/1978		Commenced Business		02/08/1979			
Statutory Home Office	2850 West Grand Boulevard				Detroit, MI, US 48202			
	(Street and Number)				(City or Town, State, Country and Zip Code)			
Main Administrative Office	2850 West Grand Boulevard		Detroit, MI, US 48202		313-872-8100			
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)			
Mail Address	2850 West Grand Boulevard		Detroit, MI, US 48202					
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)					
Primary Location of Books and Records	2850 West Grand Boulevard		Detroit, MI, US 48202		248-443-1093			
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)			
Internet Web Site Address	www.hap.org							
Statutory Statement Contact	Dianna L Ronan CPA				248-443-1093			
	(Name)				(Area Code) (Telephone Number) (Extension)			
	dronan@hap.org				248-443-8610			
	(E-mail Address)				(FAX Number)			

OFFICERS

Name	Title	Name	Title
William R Alvin	President and CEO	Ronald W Berry	Treasurer
Edith L Eisenmann #	Secretary	Irita B Matthews	Assistant Secretary

OTHER OFFICERS

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DIRECTORS OR TRUSTEES

William R Alvin	Marvin Beatty	Shari Burgess	Sandra A Cavette MPH RDH
Colleen M Ezzeddine Ph D #	Lauren B Foster CPA	Joyce V Hayes-Giles	Jamie C Hsu Ph D
Paul Hughes-Cromwick #	Kirk J Lewis	Jackie Martin	Judith S Milosic #
Susanne M Mitchell #	Marguerite S Rigby	Kim E Schatzel Ph D #	Nancy Schlichting
Michelle B Schreiber #	James G Vella #	Susie M Wells	

State ofMichigan.....

County ofWayne.....

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The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

William R Alvin President and CEO	Ronald W Berry Treasurer	Edith L Eisenmann Secretary
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Subscribed and sworn to before me this
_____ day of _____,

Roderick Irwin Curry, Notary
August 14 2013

- a. Is this an original filing? Yes [X] No []
- b. If no:
1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	66,222,280		66,222,280	66,345,662
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	166,444,023	42,056,819	124,387,204	159,430,934
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	5,096,724	4,401,103	695,621	709,738
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$3,820,020), cash equivalents (\$120,472) and short-term investments (\$167,709,413)	171,649,906		171,649,906	209,027,660
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives	113,917		113,917	108,390
8. Other invested assets	18,835,353		18,835,353	632,400
9. Receivables for securities	3,085,978		3,085,978	2,239,949
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	1,568,364	0	1,568,364	1,473,914
12. Subtotals, cash and invested assets (Lines 1 to 11)	433,016,544	46,457,922	386,558,622	439,968,647
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	687,888		687,888	793,322
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	90,914,394		90,914,394	38,353,542
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	60,000		60,000	60,000
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	72,896,629	68,598,799	4,297,829	3,694,170
21. Furniture and equipment, including health care delivery assets (\$)	2,528,584	2,528,584	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	3,053,450		3,053,450	6,430,814
24. Health care (\$4,436,883) and other amounts receivable	4,436,883		4,436,883	9,543,088
25. Aggregate write-ins for other than invested assets	3,774,140	3,603,839	170,301	1,155,143
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	611,368,512	121,189,144	490,179,368	499,998,727
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	611,368,512	121,189,144	490,179,368	499,998,727
DETAILS OF WRITE-INS				
1101. Deferred Compensation	1,275,539		1,275,539	1,172,363
1102. Rabbi Trust	292,824		292,824	301,551
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	1,568,364	0	1,568,364	1,473,914
2501. Prepaid Expense	3,603,839	3,603,839	0	0
2502. Other Receivables	112,458		112,458	1,097,300
2503. Other Assets	57,843		57,843	57,843
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	3,774,140	3,603,839	170,301	1,155,143

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	150,226,451	3,580,764	153,807,215	138,480,581
2. Accrued medical incentive pool and bonus amounts	2,338,894		2,338,894	4,256,207
3. Unpaid claims adjustment expenses	1,449,198		1,449,198	1,211,592
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act.....	610,000		610,000	410,000
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	19,563,768		19,563,768	16,904,541
9. General expenses due or accrued	34,502,509		34,502,509	30,512,466
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$5,000,000 current) and interest thereon \$ (including \$ current)	41,666,670		41,666,670	44,166,669
15. Amounts due to parent, subsidiaries and affiliates	1,505,334		1,505,334	2,790,782
16. Derivatives.....	89,820		89,820	133,397
17. Payable for securities	2,980,749		2,980,749	1,405,046
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	35,594,494	0	35,594,494	28,272,925
24. Total liabilities (Lines 1 to 23).....	290,527,887	3,580,764	294,108,651	268,544,205
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX		0
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	196,070,717	231,454,521
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	196,070,717	231,454,521
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	490,179,368	499,998,727
DETAILS OF WRITE-INS				
2301. Pension Liability - Long Term.....	31,720,136		31,720,136	24,856,660
2302. Retiree Health Benefits.....	1,600,528		1,600,528	1,248,239
2303. Deferred Compensation.....	1,273,617		1,273,617	1,174,162
2398. Summary of remaining write-ins for Line 23 from overflow page	1,000,214	0	1,000,214	993,865
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	35,594,494	0	35,594,494	28,272,925
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	2,018,344	2,069,369	4,128,664
2. Net premium income (including \$ non-health premium income).....	XXX	941,054,334	947,684,830	1,895,148,498
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	2,698	(2,049)	(61,006)
8. Total revenues (Lines 2 to 7)	XXX	941,057,032	947,682,781	1,895,087,492
Hospital and Medical:				
9. Hospital/medical benefits		617,090,060	625,587,574	1,225,442,758
10. Other professional services			0	0
11. Outside referrals		32,793,886	31,781,392	63,404,147
12. Emergency room and out-of-area		81,141,383	81,548,570	162,316,404
13. Prescription drugs		113,106,754	121,927,026	252,133,649
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		(248,285)	2,054,003	4,198,613
16. Subtotal (Lines 9 to 15)	0	843,883,798	862,898,565	1,707,495,571
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	843,883,798	862,898,565	1,707,495,571
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 6,934,060 cost containment expenses.....		12,543,587	12,452,120	26,232,035
21. General administrative expenses.....		75,832,945	71,386,535	148,233,840
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	932,260,331	946,737,220	1,881,961,446
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	8,796,701	945,561	13,126,046
25. Net investment income earned		1,235,684	2,739,076	4,609,731
26. Net realized capital gains (losses) less capital gains tax of \$		1,155,352	1,679,212	3,970,137
27. Net investment gains (losses) (Lines 25 plus 26)	0	2,391,036	4,418,288	8,579,867
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	51,156	0	127,088
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	11,238,893	5,363,849	21,833,001
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	11,238,893	5,363,849	21,833,001
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701. Gain/(Loss) on Sale of Assets.....	XXX	2,698	(2,049)	(61,006)
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	2,698	(2,049)	(61,006)
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Delta Dental Commission Revenues.....		51,156	0	127,088
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	51,156	0	127,088

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	231,454,521	238,560,616	238,560,616
34. Net income or (loss) from Line 32	11,238,893	5,363,849	21,833,001
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	(81,515)	3,101,873	2,314,545
37. Change in net unrealized foreign exchange capital gain or (loss)		0	69,924
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(19,459,490)	(14,243,676)	(28,347,595)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders	(21,800,000)	0	0
47. Aggregate write-ins for gains or (losses) in surplus	(5,281,693)	0	(2,975,970)
48. Net change in capital and surplus (Lines 34 to 47)	(35,383,805)	(5,777,954)	(7,106,095)
49. Capital and surplus end of reporting period (Line 33 plus 48)	196,070,717	232,782,662	231,454,521
DETAILS OF WRITE-INS			
4701. Additional Pension Liability.....		0	(2,975,970)
4702. Impact of Transition to Pension Statutory Accounting Principle.....	(5,281,693)	0	
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	(5,281,693)	0	(2,975,970)

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	891,152,709	967,889,928	1,905,537,256
2. Net investment income	2,119,868	3,726,233	6,617,469
3. Miscellaneous income	1,035,999	(17,402)	0
4. Total (Lines 1 to 3)	894,308,576	971,598,758	1,912,154,725
5. Benefit and loss related payments	825,368,272	844,670,448	1,699,656,527
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	76,769,215	87,445,877	166,402,642
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	902,137,487	932,116,325	1,866,059,169
11. Net cash from operations (Line 4 minus Line 10)	(7,828,911)	39,482,433	46,095,556
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	29,836,127	171,437,707	254,583,267
12.2 Stocks	21,821,260	10,028,826	29,161,757
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	729,675	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	52,387,062	181,466,533	283,745,024
13. Cost of investments acquired (long-term only):			
13.1 Bonds	30,054,513	120,004,114	167,379,999
13.2 Stocks	1,299,154	2,259,776	22,554,060
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	74,126
13.6 Miscellaneous applications	0	5,226,954	3,001,143
13.7 Total investments acquired (Lines 13.1 to 13.6)	31,353,667	127,490,844	193,009,328
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	21,033,395	53,975,689	90,735,696
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	(2,499,999)	(2,916,667)	(5,833,333)
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	21,800,000	0	0
16.6 Other cash provided (applied).....	(26,282,239)	(15,731,039)	(39,980,630)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(50,582,238)	(18,647,705)	(45,813,963)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(37,377,753)	74,810,417	91,017,289
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	209,027,660	118,010,371	118,010,371
19.2 End of period (Line 18 plus Line 19.1)	171,649,906	192,820,788	209,027,660

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	342,264	1,648	280,362	.0	.0	.0	19,493	40,761	.0	.0
2. First Quarter	336,775	1,503	273,615	.0	.0	.0	19,541	42,116	.0	.0
3. Second Quarter	332,726	1,424	269,472	.0	.0	.0	19,381	42,449	.0	.0
4. Third Quarter0									
5. Current Year	0									
6. Current Year Member Months	2,018,344	9,015	1,639,053				116,915	253,361		
Total Member Ambulatory Encounters for Period:										
7. Physician	681,221	3,106	498,844				34,521	144,750		
8. Non-Physician	40,935	185	24,308				1,828	14,614		
9. Total	722,156	3,291	523,152	0	0	0	36,349	159,364	0	0
10. Hospital Patient Days Incurred	106,280	449	37,497				3,238	65,096		
11. Number of Inpatient Admissions	22,088	67	9,035				645	12,341		
12. Health Premiums Written (a).....	935,420,392	4,893,010	631,905,804				59,421,870	239,199,708		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written0									
15. Health Premiums Earned	935,420,392	4,893,010	631,905,804				59,421,870	239,199,708		
16. Property/Casualty Premiums Earned0									
17. Amount Paid for Provision of Health Care Services	825,368,272	4,221,715	545,560,604				55,615,375	219,970,578		
18. Amount Incurred for Provision of Health Care Services	843,883,798	4,318,448	558,053,242				56,450,777	225,061,331		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 231,199,708

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	53,301,891	494,811,400	17,620,124	104,632,955	70,922,015	112,852,600
2. Medicare Supplement					0	0
3. Dental only					0	0
4. Vision only					0	0
5. Federal Employees Health Benefits Plan	5,002,370	50,613,005	927,083	5,937,207	5,929,453	6,028,888
6. Title XVIII - Medicare	14,233,745	205,736,833	2,204,842	22,485,004	16,438,587	19,599,093
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	72,538,006	751,161,238	20,752,049	133,055,166	93,290,055	138,480,581
10. Health care receivables (a)		(5,106,205)			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	1,669,028		336,869	2,002,025	2,005,897	4,256,207
13. Totals (Lines 9-10+11+12)	74,207,034	756,267,443	21,088,918	135,057,191	95,295,952	142,736,788

(a) Excludes \$ 0 loans or advances to providers not yet expensed.

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Practices - The accompanying financial statements of Health Alliance Plan of Michigan (the Corporation) have been prepared in accordance with the *NAIC Accounting Practices and Procedures Manual (NAPPM)* and the NAIC Annual Statement Instructions (NASI) to the extent that these accounting practices, procedures and reporting standards are not modified by accounting practices prescribed or permitted by the Michigan Office of Financial and Insurance Regulation (OFIR).

OFIR recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining the financial condition and results of operation of an insurance company. The *NAPPM* has been adopted as a component of prescribed or permitted practices by OFIR.

A reconciliation of the Corporation’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Michigan are shown below:

	<u>State of Domicile</u>	<u>2013</u>	<u>2012</u>
<u>NET INCOME</u>			
(1) HAP state basis (Page 4, Line 32, Columns 2 & 3)	Michigan	\$11,239,000	\$21,833,000
(2) State Prescribed Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(3) State Permitted Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(4) NAIC SAP (1-2-3=4)	Michigan	<u>\$11,239,000</u>	<u>\$21,833,000</u>
<u>SURPLUS</u>			
(5) HAP state basis (Page 3, Line 33, Columns 3 & 4)	Michigan	\$196,071,000	\$231,455,000
(6) State Prescribed Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(7) State Permitted Practices that increase/(decrease) NAIC SAP: NONE	Michigan		
(8) NAIC SAP (5-6-7=8)	Michigan	<u>\$196,071,000</u>	<u>\$231,455,000</u>

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

Not applicable.

3. BUSINESS COMBINATIONS AND GOODWILL

Not applicable.

4. DISCONTINUED OPERATIONS

Not applicable.

5. INVESTMENTS

- A. Mortgage Loans, including Mezzanine Real Estate Loans - Not applicable.
- B. Debt Restructuring - Not applicable.
- C. Reverse Mortgages - Not applicable.
- D. Loan-Backed Securities
 - (1) Prepayment assumptions for loan-backed and asset backed securities are obtained from broker dealer survey values.
 - (2) - (3) Securities with a recognized other-than-temporary-impairment (OTTI): HAP has not recognized any OTTI.

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan
NOTES TO FINANCIAL STATEMENTS

(4) Securities for which an other-than-temporary impairment has not been recognized in earnings realized loss:

- a. The aggregate amount of unrealized losses:
 - 1. Less than 12 months \$15,000.
 - 2. 12 months or longer \$78,000.
- b. The aggregate related fair value of securities with unrealized losses:
 - 1. Less than 12 months \$2,809,000.
 - 2. 12 months or longer \$2,893,000.

(5) In considering whether an investment is other-than-temporarily impaired, management considers its ability and intent to hold the investment, the severity of the decline in fair value and the duration of the impairment, among other factors. Management has determined that it has the ability and intent to hold indefinitely its investment in loan-backed securities and that the severity and duration of any impairments are insufficient to indicate an other-than-temporary impairment.

E. Repurchase Agreements and/or Securities Lending Transactions.

The Corporation has entered into repurchase agreements during the course of the year, but does not own any as of June 30, 2013.

For repurchase agreements, the Corporation's policies require collateral by cash or other eligible securities equal to at least 102% of the market value of the repurchase agreement. Eligible collateral includes: cash, U.S. Treasury securities, U.S. Government agency securities and high grade commercial paper.

The Corporation does not enter into securities lending transactions.

F. Real Estate - No significant change.

G. Investments in Low-Income Housing Tax Credits - Not applicable.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

- A. Health Alliance Plan has no investments in Joint Ventures, Partnerships and Limited Liability Companies that exceed 10% of its admitted assets.
- B. Impaired investments in Joint Ventures, Partnerships and Limited Liability Companies - Not applicable.

7. INVESTMENT INCOME

Not applicable.

8. DERIVATIVE INSTRUMENTS

- A. Discussion of the market risk, credit risk and cash requirements of derivatives - No significant change.
- B. Description of the Corporation's objectives for using derivatives - No significant change.
- C. Description of the Corporation's accounting policies for derivatives - No significant change.
- D. HAP does not have any net gain or loss recognized in unrealized gains or losses excluded from the assessment of hedge effectiveness.
- E. The net gain or loss recognized in unrealized gains or losses resulting from futures and swaption contracts that no longer qualify for hedge accounting - not applicable.
- F. Derivatives accounted for as cash flow hedges of a forecasted transaction - Not applicable.

9. INCOME TAXES

Not applicable.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

No significant change.

11. DEBT

No significant change.

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

NOTES TO FINANCIAL STATEMENTS

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

A. Defined Benefit Plan

	Pension	Benefits	Other	Benefits
	2013	2012	2013	2012
(6) Components of net periodic benefit cost				
a. Service cost	\$4,410	\$4,047	\$57	\$88
b. Interest cost	3,303	3,176	58	50
c. Expected return on plan assets	(4,352)	(3,908)		
d. Amortization of unrecognized transition obligation or transition asset	603	603	(14)	(14)
e. Amount of recognized gains and losses	2,460	2,351	35	30
f. Amount of prior service cost recognized	(1,004)	(1,292)	43	(13)
g. Amount of gain or loss recognized due to a settlement or curtailment		(2)		
h. Total net periodic benefit cost	\$5,421	\$4,976	\$180	\$142

Postemployment Benefits and Compensated Absences – Not Applicable.

13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

- 1. Capital Stock - Not applicable
- 2. Preferred Stock - Not applicable.
- 3. Dividend Restrictions - No significant change.
- 4. Dividends Paid – The Corporation paid a dividend of \$21,800,000 to its parent company Henry Ford Health System.
- 5. Portion of Company's profits that may be paid as ordinary dividends - No significant change.
- 6. Restrictions on unassigned funds (surplus) - Not applicable.
- 7. Advances to surplus not repaid - Not applicable.
- 8. Total amount of stock held by the Company for special purposes - Not applicable.
- 9. Changes in balances of any special surplus funds from the prior year - Not applicable.
- 10. The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses - No significant change.
- 11. Surplus Notes - Not applicable.
- 12. The impact of any restatement due to a quasi-reorganization - Not applicable.
- 13. The effective date of any quasi-reorganization - Not applicable.

14. CONTINGENCIES

- A. Contingent Commitments - Not applicable.
- B. Assessments - Not applicable.
- C. Gain Contingencies - Not applicable.
- D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits - Not applicable.

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan
NOTES TO FINANCIAL STATEMENTS

E. All Other Contingencies

Risk Adjustment Data Validation Audits (“RADV audits”). CMS adjusts capitation payments to Medicare Advantage and Medicare Part D plans according to the predicted health status of each beneficiary, as supported by data provided by health care providers. The Company collects claim and encounter data from providers, who the Company generally relies on to appropriately code their claim submissions and document their medical records. CMS then determines the risk score and payment amount for each enrolled member based on the health care data submitted by the Company and member demographic information.

CMS performs RADV audits of selected Medicare Advantage health plans each year to validate the coding practices of and supporting documentation maintained by health care providers. These audits involve a review of medical records maintained by providers and may result in retrospective adjustments to payments made to health plans. To date, the Company has not been selected for audit by CMS. Payment years open for audit include 2011 and forward.

In December 2010, CMS published for public comment a new proposed RADV audit and payment adjustment methodology. The proposed methodology contains provisions allowing retroactive contract level payment adjustments for the year audited using an extrapolation of the “error rate” identified in audit samples. CMS also indicated that it anticipated the final methodology would be issued in the near future. Depending on the methodology utilized, potential payment adjustments could have a material adverse effect on the Company’s results of operations, financial position and cash flows.

15. LEASES

No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

No significant change.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

Not applicable.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY UNINSURED PLANS

A. ASO Plans - Not applicable.

B. ASC Plans - Not applicable.

C. Medicare or Similarly Structured Cost Based Reimbursement Contract - No significant change.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATION

Not applicable.

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan
NOTES TO FINANCIAL STATEMENTS

20. FAIR VALUE MEASUREMENT
A.

(1) Fair Value Measurements at Reporting Date

Description	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at Fair Value				
Bonds:				
U.S. Governments	\$45,123,000			\$45,123,000
Industrial and Misc.	117,826,000	586,000		118,412,000
Total Bonds	162,949,000	586,000		163,535,000
Equity Securities:				
Industrial and Misc.		\$57,668,000		57,668,000
Other Equity Securities	1,568,000			1,568,000
Total Common Stocks	1,568,000	57,668,000		59,236,000
Derivative Assets:				
Swaps		114,000		114,000
Total Derivative Assets		114,000		114,000
Total Assets at Fair Value	\$164,517,000	\$58,368,000		\$222,885,000
b. Liabilities at Fair Value				
Swaps		\$90,000		\$90,000
Total Liabilities at Fair Value		\$90,000		\$90,000

- (2) The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer. The Corporation had no transfers between levels.
- (3) The Corporation has no fair value measurements categorized within Level 3 of the fair value hierarchy.
- (4) The fair value measurements categorized within Level 2 of the fair value hierarchy reported by the Corporation are obtained primarily from independent pricing services and broker dealer quotes. Mortgage backed securities are submitted to the NAIC's Securities Valuation Office for valuation.
- (5) Derivative assets and liabilities:

Description	Beginning Balance at 12/31/12	Transfers	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases	Sales	Settlements	Ending Balance at 06/30/13
a. Assets:								
Derivatives:								
Futures and Swaps	108,000		28,000	(16,000)			(6,000)	114,000
Total Assets	108,000		28,000	(16,000)			(6,000)	114,000
b. Liabilities:								
Derivatives:								
Swaps	133,000		47,000	(30,000)		62,000		90,000
Total Liabilities	133,000		47,000	(30,000)		62,000		90,000

The fair value measurements reported by the Corporation are obtained primarily from independent pricing services and broker dealer quotes.

The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer.

There were no transfers between levels for derivative assets and liabilities in 2013.

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

NOTES TO FINANCIAL STATEMENTS

B. Fair value information and information about other similar measurements disclosed under other accounting pronouncements combined with disclosures under SSAP No. 100, Fair Value Measurements - Not applicable.

C. Aggregate fair values of financial instruments and applicable levels within the fair value hierarchy

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets/ Liabilities	(Level 1)	(Level 2)	(Level 3)	Not Practicable Carrying Value
Bonds	233,933,000	234,052,000	160,242,000	73,751,000		
Common Stock	59,236,000	59,236,000	1,568,000	57,668,000		
Derivative Assets	114,000	114,000		114,000		
Derivative Liabilities	(90,000)	(90,000)		(90,000)		

D. Financial instruments or classes of financial instruments for which fair value measurements are not determinable - Not applicable.

21. OTHER ITEMS

- A. Extraordinary Items - Not applicable.
- B. Troubled Debt Restructuring - Not applicable.
- C. Other Disclosures - No significant change.
- D. Uncollectible Premium Balances, Bills Receivable for Premiums, Amounts Due from Agents and Brokers, Uninsured Plans or Retrospectively Rated Contracts - No significant change.
- E. Business Interruption Insurance Recoveries - Not applicable.

22. EVENTS SUBSEQUENT

Not applicable.

23. REINSURANCE

Not applicable.

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No significant change.

25. CHANGE IN INCURRED CLAIMS AND CLAIM ADJUSTMENT EXPENSES

Claims and claims adjustment expense reserves as of December 31, 2012 were \$143,948,000. As of June 30, 2013 \$75,150,000 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Claims and claims adjustment expense reserves remaining for prior years are now \$21,357,000. Changes in actuarial estimates of reserves attributable to insured events of prior years’ reflect revisions in estimates of medical cost trends and changes in claims processing patterns.

26. INTERCOMPANY POOLING ARRANGEMENTS

Not applicable.

27. STRUCTURED SETTLEMENTS

Not applicable.

28. HEALTHCARE RECEIVABLES

- A. Pharmaceutical Rebate Receivables - No significant change.
- B. Risk Sharing Receivables - Not applicable

29. PARTICIPATING POLICIES

Not applicable.

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

NOTES TO FINANCIAL STATEMENTS

30. PREMIUM DEFICIENCY RESERVES

Not applicable.

31. ANTICIPATED SALVAGE AND SUBROGATION

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☒ No ☐
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.
Physicians Care Health Management has been dissolved.....
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes ☐ No ☐ NA ☒
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2012
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/29/2011
- 6.4

By what department or departments?
The Michigan Department of Financial and Insurance Services.....
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?.....

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [X] No []
- 11.2

If yes, give full and complete information relating thereto:
As part of their risk management strategy the Company's investment managers utilize options as a means of managing risk in the Company's investment portfolio. The Company also enters into repurchase agreements as a means of investing short term cash.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0
13.

Amount of real estate and mortgages held in short-term investments:\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$124,419,996	\$127,610,878
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$632,400	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$125,052,396	\$127,610,878
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [X] No []
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [X] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16

For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1

Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$.....0

16.2

Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$.....0

16.3

Total payable for securities lending reported on the liability page

\$.....0

17

Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

17.1

For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1	2
Name of Custodian(s)	Custodian Address
Comerica Bank NA.....	Detroit, Michigan.....
The Northern Trust Company.....	Chicago, Illinois.....

17.2

For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)

17.3

Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes [] No [X]

17.4

If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason

17.5

Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address
not applicable.....	Brian Gamble.....	Detroit Michigan.....
	Pacific Investment Management	
104559.....	Company.....	New York New York.....
107105.....	Blackrock.....	New York New York.....
104863.....	Income Research & Management.....	Boston Massachusetts.....
	J.P. Morgan Investment	
801-21011.....	Management Inc.....	Jersey City New Jersey.....

18.1

Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

18.2

If no, list exceptions:

.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent.....	90.4 %
1.2 A&H cost containment percent	0.7 %
1.3 A&H expense percent excluding cost containment expenses.....	8.7 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ 0
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ 0

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1	2	3	4	5	6	7
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Domiciliary Jurisdiction	Type of Reinsurance Ceded	Is Insurer Authorized? (Yes or No)
			NONE			

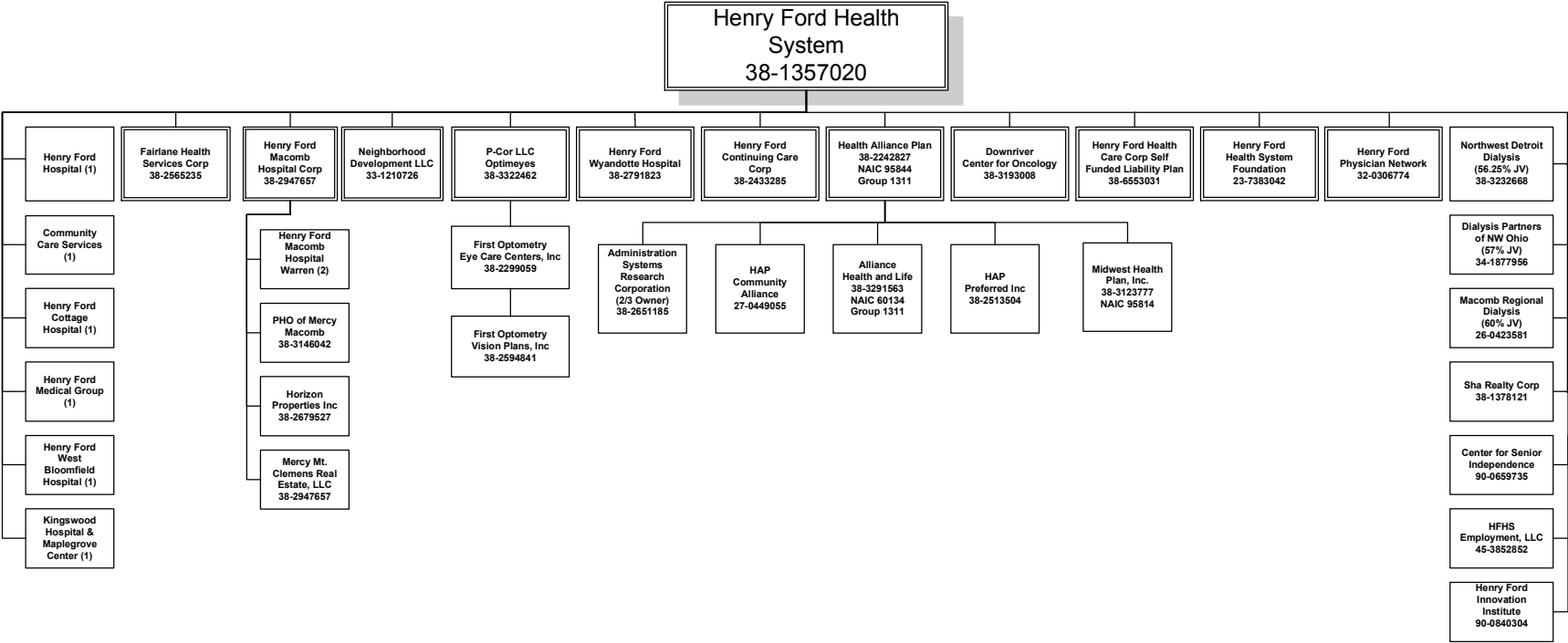
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1	Direct Business Only								
		2	3	4	5	6	7	8	9	
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts	
1. Alabama	AL	N						0		
2. Alaska	AK	N						0		
3. Arizona	AZ	N						0		
4. Arkansas	AR	N						0		
5. California	CA	N						0		
6. Colorado	CO	N						0		
7. Connecticut	CT	N						0		
8. Delaware	DE	N						0		
9. Dist. Columbia	DC	N						0		
10. Florida	FL	N						0		
11. Georgia	GA	N						0		
12. Hawaii	HI	N						0		
13. Idaho	ID	N						0		
14. Illinois	IL	N						0		
15. Indiana	IN	N						0		
16. Iowa	IA	N						0		
17. Kansas	KS	N						0		
18. Kentucky	KY	N						0		
19. Louisiana	LA	N						0		
20. Maine	ME	N						0		
21. Maryland	MD	N						0		
22. Massachusetts	MA	N						0		
23. Michigan	MI	L	632,735,783	239,199,708	59,421,870			931,357,361		
24. Minnesota	MN	N						0		
25. Mississippi	MS	N						0		
26. Missouri	MO	N						0		
27. Montana	MT	N						0		
28. Nebraska	NE	N						0		
29. Nevada	NV	N						0		
30. New Hampshire	NH	N						0		
31. New Jersey	NJ	N						0		
32. New Mexico	NM	N						0		
33. New York	NY	N						0		
34. North Carolina	NC	N						0		
35. North Dakota	ND	N						0		
36. Ohio	OH	N						0		
37. Oklahoma	OK	N						0		
38. Oregon	OR	N						0		
39. Pennsylvania	PA	N						0		
40. Rhode Island	RI	N						0		
41. South Carolina	SC	N						0		
42. South Dakota	SD	N						0		
43. Tennessee	TN	N						0		
44. Texas	TX	N						0		
45. Utah	UT	N						0		
46. Vermont	VT	N						0		
47. Virginia	VA	N						0		
48. Washington	WA	N						0		
49. West Virginia	WV	N						0		
50. Wisconsin	WI	N						0		
51. Wyoming	WY	N						0		
52. American Samoa	AS	N						0		
53. Guam	GU	N						0		
54. Puerto Rico	PR	N						0		
55. U.S. Virgin Islands	VI	N						0		
56. Northern Mariana Islands	MP	N						0		
57. Canada	CAN	N						0		
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	632,735,783	239,199,708	0	59,421,870	0	0	931,357,361	0	
60. Reporting entity contributions for Employee Benefit Plans	XXX	4,063,031						4,063,031		
61. Total (Direct Business)	(a) 1	636,798,814	239,199,708	0	59,421,870	0	0	935,420,392	0	
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0	0	0	
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

Henry Ford Health System



Legend:
(1) Represents a business unit under Henry Ford Health System's Tax ID #
(2) Represents a business unit under Henry Ford Macomb Hospital Corp.

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01311	Henry Ford Health Systems Group	95844	38-2242827				Health Alliance Plan of Michigan	MI	DS	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-2513504				HAP Preferred Inc		DS	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	0
01311	Henry Ford Health Systems Group	60134	38-3291563				Alliance Health and Life Insurance Company	MI	DS	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-2651185				Administration System Research Corporation		DS	Health Alliance Plan of Michigan	Ownership	66.7	Henry Ford Health System	0
	Henry Ford Health Systems Group		27-0449055				HAP Community Alliance		DS	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	0
01311	Henry Ford Health Systems Group	95814	38-3123777				Midwest Health Plan, Inc	MI	DS	Health Alliance Plan of Michigan	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-1357020				Henry Ford Health System		UDP			0.0		0
	Henry Ford Health Systems Group		38-2791823				Henry Ford Wyandotte		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-2594841				First Optometry Vision Plans, Inc		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-2947657				Henry Ford Macomb Hospital		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-3146042				PHO of Mercy Macomb		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-2679527				Horizon Properties Inc		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-2947657				Mercy Mt. Clemens Real Estate, LLC		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-2565235				Fairlane Health Services Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-1210726				Neighborhood Development LLC		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		45-3852852				Henry Ford Health System Employment, LLC		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		90-0840304				Henry Ford Innovation Institute		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-2433285				Henry Ford Continuing Care Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-6553031				Henry Ford Health Care Corp		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		23-7383042				Self Funded Liability Plan			Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		23-7383042				Henry Ford Health System Foundation		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		32-0306774				Henry Ford Physician Network		NIA	Henry Ford Health System	Ownership	100.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		38-3232668				Northwest Detroit Dialysis		NIA	Henry Ford Health System	Ownership	56.3	Henry Ford Health System	0
	Henry Ford Health Systems Group		34-1877956				Dialysis Partners of NW Ohio		NIA	Henry Ford Health System	Ownership	57.0	Henry Ford Health System	0
	Henry Ford Health Systems Group		26-0423581				Macomb Regional Dialysis		NIA	Henry Ford Health System	Ownership	60.0	Henry Ford Health System	0

16.1

16.1

16.1

16.1

16.1

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....SEE EXPLANATION.....

Explanation:

1. Health Alliance Plan offers Medicare Part D through a Medicare Advantage plan

Bar Code:

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

OVERFLOW PAGE FOR WRITE-INS

MQ003 Additional Aggregate Lines for Page 03 Line 23.
*LIAB

	1 Covered	2 Uncovered	3 Total	4 Total
2304. Liability for CMS Coverage Gap Discount Program.....	1,000,214		1,000,214	993,865
2305.			0	0
2397. Summary of remaining write-ins for Line 23 from Page 03	1,000,214	0	1,000,214	993,865

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,086,498	3,645,890
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	2,338,776	12,349
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation	328,551	571,741
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	5,096,724	3,086,498
10. Deduct total nonadmitted amounts	4,401,103	2,376,760
11. Statement value at end of current period (Line 9 minus Line 10)	695,621	709,738

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	632,400	743,382
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	18,228,613	0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)	606,740	(57,341)
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals	632,400	53,641
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	18,835,353	632,400
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	18,835,353	632,400

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	270,407,025	358,957,063
2. Cost of bonds and stocks acquired	31,986,067	189,934,059
3. Accrual of discount	11,419	13,505
4. Unrealized valuation increase (decrease)	(559,258)	2,136,101
5. Total gain (loss) on disposals	1,050,085	4,077,464
6. Deduct consideration for bonds and stocks disposed of	69,886,000	283,691,383
7. Deduct amortization of premium	442,611	1,089,708
8. Total foreign exchange change in book/adjusted carrying value	99,576	69,924
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	232,666,303	270,407,025
11. Deduct total nonadmitted amounts	42,056,819	44,630,429
12. Statement value at end of current period (Line 10 minus Line 11)	190,609,484	225,776,596

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	225,245,418	650,586,753	650,539,379	(701,698)	225,245,418	224,591,094	0	281,146,126
2. Class 2 (a).....	7,555,359	1,554,392	961,144	274,392	7,555,359	8,422,999	0	7,545,119
3. Class 3 (a).....	664,430		131,976	42,478	664,430	574,932	0	604,228
4. Class 4 (a).....	0				0	0	0	0
5. Class 5 (a).....	752,375		295,941	6,707	752,375	463,141	0	179,862
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	234,217,582	652,141,145	651,928,440	(378,121)	234,217,582	234,052,166	0	289,475,335
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	234,217,582	652,141,145	651,928,440	(378,121)	234,217,582	234,052,166	0	289,475,335

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$;
NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	167,709,413	XXX	167,709,413	46,975	7,533

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	223,129,673	113,764,007
2. Cost of short-term investments acquired	655,009,645	1,682,966,583
3. Accrual of discount	1,251	5,764
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals	(5,337)	11,740
6. Deduct consideration received on disposals	710,413,158	1,573,575,336
7. Deduct amortization of premium.....	12,660	43,086
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	167,709,413	223,129,673
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	167,709,413	223,129,673

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards	
1. Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	(20,007)
2. Cost Paid/(Consideration Received) on additions	55,117
3. Unrealized Valuation increase/(decrease)	13,269
4. Total gain (loss) on termination recognized	(14,147)
5. Considerations received/(paid) on terminations	10,135
6. Amortization	
7. Adjustment to the Book/Adjusted Carrying Value of hedged item	
8. Total foreign exchange change in Book/Adjusted Carrying Value	
9. Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	24,097
10. Deduct nonadmitted assets	
11. Statement value at end of current period (Line 9 minus Line 10)	24,097

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts	
1. Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year)	0
2. Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote – Cumulative Cash Change column)	0
3.1 Add:	
Change in variation margin on open contracts – Highly Effective Hedges	
3.11 Section 1, Column 15, current year to date minus	0
3.12 Section 1, Column 15, prior year	0
Change in variation margin on open contracts – All Other	
3.13 Section 1, Column 18, current year to date minus	0
3.14 Section 1, Column 18, prior year	00
3.2 Add:	
Change in adjustment to basis of hedged item	
3.21 Section 1, Column 17, current year to date minus	0
3.22 Section 1, Column 17, prior year	0
Change in amount recognized	
3.23 Section 1, Column 19, current year to date minus	0
3.24 Section 1, Column 19, prior year	00
3.3 Subtotal (Line 3.1 minus Line 3.2)	0
4.1 Cumulative variation margin on terminated contracts during the year	
4.2 Less:	
4.21 Amount used to adjust basis of hedged item	
4.22 Amount recognized	0
4.3 Subtotal (Line 4.1 minus Line 4.2)	0
5. Dispositions gains (losses) on contracts terminated in prior year:	
5.1 Total gain (loss) recognized for terminations in prior year	
5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year	
6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	0
7. Deduct total nonadmitted amounts	
8. Statement value at end of current period (Line 6 minus Line 7)	0

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

		Book/Adjusted Carrying Value Check
1.	Part A, Section 1, Column 14.....	24,097
2.	Part B, Section 1, Column 15 plus Part B, Section 1 Footnote – Total Ending Cash Balance.....	0
3.	Total (Line 1 plus Line 2).....	24,097
4.	Part D, Section 1, Column 5.....	113,917
5.	Part D, Section 1, Column 6.....	(89,820)
6.	Total (Line 3 minus Line 4 minus Line 5).....	0
		Fair Value Check
7.	Part A, Section 1, Column 16.....	24,097
8.	Part B, Section 1, Column 13.....	0
9.	Total (Line 7 plus Line 8).....	24,097
10.	Part D, Section 1 Column 8.....	113,917
11.	Part D, Section 1, Column 9.....	(89,820)
12.	Total (Line 9 minus Line 10 minus Line 11).....	0
		Potential Exposure Check
13.	Part A, Section 1, Column 21.....	24,097
14.	Part B, Section 1, Column 20.....	0
15.	Part D, Section 1, Column 11.....	24,097
16.	Total (Line 13 plus Line 14 minus Line 15).....	0

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents acquired	257,020,146	528,300,000
3. Accrual of discount	326	0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	256,900,000	528,300,000
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	120,472	0
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	120,472	0

EO1

NONE

[illegible]

NONE

[illegible]

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
Bonds - U.S. Governments									
38373Q-2M-2	GNMA		06/10/2013	CLKING&ASS		44,600	40,000	.67	.1
38373S-AJ-6	GNMA		06/14/2013	CLKING&ASS		12,361	11,000	.30	.1
38373Y-2H-6	GNMA		06/10/2013	CLKING&ASS		58,000	50,000	.92	.1
383742-MU-4	GNMA		06/17/2013	STIFEL NICHOLS		162,750	150,000	.356	.1
38374B-NY-5	GNMA		06/13/2013	VARIOUS		93,960	85,000	.151	.1
38374C-T4-3	GNMA		06/14/2013	CLKING&ASS		28,625	25,000	.69	.1
38374D-7K-9	GNMA		05/28/2013	CLKING&ASS		180,416	158,000	.724	.1
38374D-PQ-6	GNMA		06/18/2013	STIFEL NICHOLS		41,810	37,000	.113	.1
38374F-6X-7	GNMA		06/17/2013	VARIOUS		57,350	50,000	.142	.1
38374J-6G-6	GNMA		06/25/2013	VARIOUS		120,768	110,000	.310	.1
38374J-B9-6	GNMA		06/04/2013	STIFEL NICHOLS		33,000	30,000	.25	.1
38374J-GH-3	GNMA		05/23/2013	CLKING&ASS		58,126	52,000	.202	.1
38374K-P2-3	GNMA		06/17/2013	VARIOUS		450,852	398,000	.732	.1
38374K-XC-2	GNMA		06/11/2013	STIFEL NICHOLS		115,665	104,000	.214	.1
38374L-WF-4	GNMA		05/28/2013	CLKING&ASS		266,560	238,000	.992	.1
38374M-XA-2	GNMA		06/20/2013	VARIOUS		342,887	300,000	.781	.1
38375D-KN-7	GNMA		05/21/2013	CAPMSEC I		53,044	46,000	.162	.1
38375J-4U-6	GNMA		06/11/2013	CLKING&ASS		56,703	50,000	.99	.1
38375J-YC-3	GNMA		06/17/2013	VARIOUS		201,159	177,000	.349	.1
38375K-EX-6	GNMA		05/22/2013	STIFEL NICHOLS		125,282	109,000	.450	.1
912810-RA-8	UNITED STATES TREAS TIPS .625%		05/02/2013	DIRECT		589,073	564,634	.695	.1
912828-RF-9	UNITED STATES TREAS.		05/28/2013	VARIOUS		637,142	625,000	.1,148	.1
912828-TP-5	UNITED STATES TREAS.		06/19/2013	SALOMAN BROTHERS		723,841	725,000	.483	.1
912828-TY-6	UNITED STATES TREAS NTS.		06/11/2013	DIRECT		95,388	100,000	.124	.1
912828-UN-8	UNITED STATES TREAS NTS.		05/02/2013	DIRECT		1,653,250	1,600,000	6,807	.1
912828-VB-3	UNITED STATES TREAS NTS.		06/04/2013	DIRECT		192,930	200,000	.200	.1
912833-LF-5	UNITED STATES TREAS.		05/23/2013	BARCLAY FINANCE		214,233	250,000	.1	.1
0599999 - Bonds - U.S. Governments						6,609,775	6,284,634	15,517	XXX
Bonds - All Other Governments									
448814-DM-2	HYDRO-QUEBEC	A	04/24/2013	MERRILLPRO		29,793	20,000	.460	.1FE
1099999 - Bonds - All Other Governments						29,793	20,000	.460	XXX
Bonds - U.S. Special Revenue									
3136A0-PF-8	FNMA		06/12/2013	BANKOFOKLA		76,734	75,000	.117	.1
3136AB-PT-4	FNMA		04/23/2013	FIRST BOSTON		111,156	110,000	.82	.1
3136AE-X6-9	FNMA		06/12/2013	BARCLAY FINANCE		95,390	100,000	.179	.1
3137AJ-YX-6	FEDERAL HOME LN MTG CORP.		05/22/2013	BARCLAYS BANK		163,169	157,425	.354	.1
3137B2-NA-4	FEDERAL HOME LN MTG CORP.		06/04/2013	AMHERSTSEC		263,359	250,000	.656	.1
3138L3-W8-4	FNMA		04/17/2013	DONALDSON LIFKIN JENNERETTE		150,844	150,000	.210	.1
3138WP-5N-0	FNMA		01/08/2013	DIRECT		106,315	99,855	.116	.1
31392X-2H-0	FEDERAL HOME LN MTG CORP.		05/23/2013	CLKING&ASS		69,363	64,826	.277	.1
31393D-6J-5	FNMA		06/25/2013	VARIOUS		45,224	41,175	.103	.1
31393E-GM-5	FNMA		06/20/2013	VARIOUS		52,923	46,000	.108	.1
31393K-GA-7	FEDERAL HOME LN MTG CORP.		06/21/2013	VARIOUS		277,335	252,000	.774	.1
31394A-QF-6	FNMA		06/13/2013	STIFEL NICHOLS		49,500	45,000	.106	.1
31394A-WK-8	FNMA		06/03/2013	CLKING&ASS		224,949	197,000	.150	.1
31394B-YB-4	FNMA		06/21/2013	STIFEL NICHOLS		133,590	118,000	.212	.1
31394E-4B-1	FNMA		05/30/2013	DIRECT		123,755	106,000	.46	.1
31394F-J5-5	FNMA		05/13/2013	GOLDMAN SACHS		92,822	85,896	.206	.1
31394J-4Z-7	FEDERAL HOME LN MTG CORP.		06/14/2013	DIRECT		102,614	89,619	.269	.1
31394R-QY-8	FEDERAL HOME LN MTG CORP.		05/14/2013	FIRSTSOUTH		38,610	33,000	.88	.1
31394V-JR-2	FNMA		06/24/2013	CLKING&ASS		191,394	164,000	.464	.1
31396L-3T-5	FNMA		06/19/2013	VARIOUS		67,710	61,000	.195	.1
31396X-3Q-5	FNMA		06/24/2013	DIRECT		287,250	300,000	.3	.1
31397J-VG-6	FEDERAL HOME LN MTG CORP.		06/10/2013	CLKING&ASS		62,013	55,000	.101	.1
31398Q-LL-9	FEDERAL HOME LN MTG CORP.		05/24/2013	RAYMOND JAMES		108,188	100,000	.322	.1
31398W-ZT-4	FEDERAL HOME LN MTG CORP.		06/10/2013	CLKING&ASS		43,900	40,000	.67	.1
31402N-YN-2	FNMA		05/03/2013	STEPHENS		95,727	87,360	.85	.1
31403C-4P-3	FNMA		05/14/2013	GX CLARKE		77,900	70,418	.141	.1

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
31410K-KX-1	FNMA		06/26/2013	DIRECT		2,497,294	2,300,000		1
31417Y-MC-8	FNMA		05/17/2013	STEPHENS		201,941	185,002	540	1
31418A-HB-7	FNMA		06/06/2013	BARCLAY FINANCE		255,997	241,578	322	1
31418A-TV-0	FNMA		05/28/2013	AMHERSTSEC		206,307	199,692	233	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions						6,273,273	5,824,846	6,526	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00101J-AE-6	ADT CORP		05/31/2013	DIRECT		15,217	15,000		2FE
00101J-AF-3	ADT CORP		05/31/2013	CORPACTION		9,835	10,000		2FE
001055-AL-6	AFLAC INC		06/03/2013	GOLDMAN SACHS		17,000	17,000		1FE
020002-AZ-4	ALLSTATE CORP		06/04/2013	FIRST UCP		7,984	8,000		1FE
02006K-AB-1	ALLY AUTO RECEIVABLES TR 2013-SN1		05/30/2013	SALOMAN BROTHERS		240,978	241,000		1FE
031162-AW-0	AMGEN INC		06/18/2013	FIRST UCP		29,881	25,000	89	2FE
03523T-BP-2	ANHEUSER BUSCH INBE		06/17/2013	DIRECT		19,160	20,000	215	1FE
037411-AX-3	APACHE CORP		06/06/2013	DIRECT		15,904	15,000	196	1FE
037833-AG-5	APPLE INC		04/30/2013	DIRECT		187,000	187,000		1FE
037833-AK-6	APPLE INC		04/30/2013	DIRECT		33,955	34,000		1FE
059165-DX-5	BALTIMORE GAS & ELECTRIC		05/15/2013	FIRST UCP		22,426	20,000	448	2FE
071813-BJ-7	BAXTER INTL INC		06/04/2013	SALOMAN BROTHERS		10,999	11,000		1FE
073730-AE-3	BEAM INC		06/17/2013	USBANCORP		14,887	15,000	47	2FE
07386H-JU-6	BEAR STEARNS ALT-A TR		06/03/2013	MORGAN STANLEY		96,014	98,983	34	2FE
07387B-AH-6	BEAR STEARNS COML MTG SECS INC		06/26/2013	VARIOUS		269,223	253,000	621	1FW
079860-AE-2	BELLSOUTH	F	06/20/2013	MONTGOMERY SECURITIES		33,670	30,000	55	1FE
125896-BC-3	CMS ENERGY CORP		05/09/2013	MORGAN STANLEY		13,541	10,000	362	2FE
126117-AP-5	CNA FINL CORP		06/19/2013	MORGAN STANLEY		18,368	15,000	119	2FE
12625E-AC-3	COMM 2013-SFS MTG TR		04/04/2013	DB ALEXANDER BROWN		99,401	100,000	83	1FE
126408-BL-6	CSX CORP		05/31/2013	DIRECT		24,537	20,000	149	2FE
14040H-AY-1	CAPITAL ONE FINL CORP		04/08/2013	DIRECT		17,071	15,000	170	2FE
144141-CZ-9	CAROLINA PWR & LT C		04/30/2013	DIRECT		18,077	15,000	239	1FE
166764-AE-0	CHEVRON CORP		06/17/2013	BARCLAYS BANK		77,000	77,000		1FE
166764-AG-5	CHEVRON CORP NEW FORMERLY CHEVRONTEXACO		06/17/2013	BARCLAY FINANCE		4,000	4,000		1FE
166764-AH-3	CHEVRON CORP NEW FORMERLY CHEVRONTEXACO		06/17/2013	BARCLAY FINANCE		6,000	6,000		1FE
205887-AF-9	CONAGRA FOODS INC		06/18/2013	MONTGOMERY SECURITIES		20,188	16,000	253	2FE
21686C-AD-2	COOP CENTRALE	F	04/25/2013	SALOMAN BROTHERS		21,526	20,000	189	1FE
224044-BW-6	COX COMMUNICATIONS INC NEW		05/09/2013	DIRECT		15,285	15,000	223	2FE
25470D-AE-9	DISCOVERY COMMUNICA		06/18/2013	DIRECT		10,778	10,000	7	2FE
25746U-AW-9	DOMINION RES INC VA NEW		04/10/2013	MONTGOMERY SECURITIES		128,379	117,000	1,506	2FE
26441C-AK-1	DUKE ENERGY CORP NEW		06/10/2013	GOLDMAN SACHS		91,900	92,000		2FE
268648-AP-7	EMC CORP		06/03/2013	MONTGOMERY SECURITIES		123,929	124,000		1FE
268648-AQ-5	EMC CORP		06/03/2013	SALOMAN BROTHERS		19,952	20,000		1FE
278642-AC-7	EBAY INC		04/19/2013	FIRST UCP		21,609	20,000	16	1FE
285659-AF-5	ELECTRONIC DATA SYS CORP		06/20/2013	MONTGOMERY SECURITIES		57,214	50,000	724	2FE
293580-AB-5	ENSCO PLC FORMERLY ENSCO INTL PLC TO 03	F	05/20/2013	VARIOUS		122,387	115,000	596	2FE
30161M-AE-3	EXELON GENERATION C		06/18/2013	JPM CHASE		92,826	80,000	1,102	2FE
36228C-VU-4	GS MTG SECS CORP II		06/04/2013	MONTGOMERY SECURITIES		286,710	271,000	215	1FE
36962G-2G-8	GENERAL ELEC CAP CO		06/19/2013	VARIOUS		197,296	173,000	2,733	1FE
36962G-U6-9	GENERAL ELEC CAP CORP MEDIUM T		05/10/2013	SOUTHWESTS		110,725	100,000	1,764	1FE
38141G-GS-7	GOLDMAN SACHS		06/25/2013	MONTGOMERY SECURITIES		21,587	20,000	492	1FE
38141G-GT-5	GOLDMAN SACHS		05/23/2013	MITSUBISHI		88,653	85,000	203	1FE
38143U-SC-6	GOLDMAN SACHS		04/24/2013	MCDONALD		47,934	45,000	372	1FE
38144L-AB-6	GOLDMAN SACHS		05/14/2013	MORGAN STANLEY		35,204	30,000	396	1FE
406216-AH-4	HALLIBURTON CO		06/18/2013	MERRILLPRO		27,269	20,000	613	1FE
423012-AA-1	HEINEKEN N V	F	06/11/2013	MIZUHOSE		15,121	15,000	103	2FE
45687A-AK-8	INGERSOLL-RAND GLOBAL HLDG CO LTD	F	06/17/2013	GOLDMAN SACHS		5,991	6,000		2FE
466308-AE-3	J P MORGAN ALTERNATIVE LN TR SER 2008 R3		01/24/2013	DIRECT		(288,466)	(331,095)	191	5FE
472319-AH-5	JEFFERIES GROUP INC NEW		06/19/2013	MONTGOMERY SECURITIES		11,291	10,000	132	2FE
47787T-AD-8	JOHN DEERE OWNER TR 2013		04/03/2013	SALOMAN BROTHERS		349,958	350,000		1FE
500472-AF-2	KONINKLIJKE PHILIPS	F	05/09/2013	MERRILLPRO		21,565	20,000	123	1FE
50075N-AV-6	KRAFT FOODS INC		06/18/2013	DIRECT		23,782	20,000	402	2FE
501044-BZ-3	KROGER CO		06/13/2013	MERRILLPRO		12,493	10,000	160	2FE
55265K-2N-8	MASTR ASSET SECURITIZATION TR FOR FUTURE		05/29/2013	RBSSECU		121,085	115,663	35	2FE
55608J-AC-2	MACQUARIE GROUP LTD	F	04/11/2013	SALOMAN BROTHERS		33,338	30,000	460	1FE

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
559080-AD-8	MAGELLAN MIDSTREAM PARTNERS LP		05/31/2013	DIRECT		24,348	20,000	498	2FE
589929-2M-9	MERRILL LYNCH MTG INVS INC FOR FUTURE IS		06/05/2013	MORGAN STANLEY		117,832	121,633	48	2FE
59020U-BJ-8	MERRILL LYNCH MTG INVS INC		06/05/2013	VARIOUS		92,762	97,133	32	2FE
59156R-AT-5	METLIFE	F	06/17/2013	VARIOUS		25,733	20,000	536	1FE
59157B-AH-5	METLIFE INSTL FDG II GLOBAL MEDIUM TERM		04/17/2013	WACHOVIA		173,290	170,000	153	1FE
62888X-AB-0	NCUA GTD NTS TR 2010-C1		04/30/2013	DIRECT		64,059	60,000	29	1FE
666807-BF-8	NORTHROP GRUMMAN CORP		05/28/2013	RBSSECU		7,978	8,000		2FE
674599-BY-0	OCCIDENTAL PETROLEUM		06/12/2013	ALEX BROWN		21,548	20,000	310	1FE
693506-AZ-0	PPG INDS INC		05/22/2013	JEFFERY BOYD		25,492	20,000	423	2FE
71647N-AF-6	PETROBRAS GLOBAL FIN B V	F	05/13/2013	MORGAN STANLEY		5,930	6,000		2FE
717081-DH-3	PFIZER INC		05/28/2013	GOLDMAN SACHS		19,936	20,000		1FE
74340X-AU-5	PROLOGIS L P		06/07/2013	FIRST UCP		23,952	20,000	332	2FE
744533-BK-5	PUBLIC SVC CO OKLA		04/18/2013	MONTGOMERY SECURITIES		17,576	15,000	305	2FE
81744F-FJ-1	SEQUOIA MTG TR 2004-1		05/30/2013	MORGAN STANLEY		90,248	95,249	29	2FE
857477-AL-7	STATE STREET CORPORATION		05/08/2013	MONTGOMERY SECURITIES		5,990	6,000		1FE
85771P-AK-8	STATOIL ASA FORMERLY STATOIL ASA 01/01/	F	05/08/2013	MORGAN STANLEY		20,958	21,000		1FE
86359L-AA-7	STRUCTURED ASSET MTG INVTS II INC		06/06/2013	FIRST UCP		93,675	97,578	54	2FE
86722T-AA-0	SUNCOR ENERGY INC	A	04/25/2013	SCOTIAMCLE		18,225	15,000	379	2FE
87425E-AL-7	TALISMAN ENERGY INC	A	06/11/2013	MONTGOMERY SECURITIES		24,780	20,000	56	1FE
89153V-AB-5	TOTAL CAP INTL	F	06/13/2013	DIRECT		14,879	15,000	145	1FE
902118-BL-1	TYCO INTL FINANCE S	F	06/18/2013	SUMRIDGE		19,252	15,000		1FE
912920-AC-9	U S WEST COMMUNICATIONS INC		06/17/2013	DIRECT		19,988	20,000	363	2FE
927804-FK-5	VIRGINIA ELEC & PWR		06/24/2013	USBANCORPI		29,392	30,000	398	1FE
92922F-4M-7	WAMU MTG PASS-THROUGH CTFS		04/18/2013	DIRECT		245,499	263,977	105	1FE
947075-AF-4	WEATHERFORD INTL LTD	F	06/11/2013	DIRECT		25,890	20,000	551	2FE
976656-BW-7	WISCONSIN ELEC PWR CO		06/13/2013	VARIOUS		16,878	14,000	72	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,395,727	4,161,121	20,655	XXX
8399997 - Subtotals- Bonds - Part 3						17,308,568	16,290,601	43,158	XXX
8399999 - Subtotals - Bonds						17,308,568	16,290,601	43,158	XXX
Common Stocks - Industrial and Miscellaneous									
111994-90-1	JP MORGAN CORE BOND FUND		06/28/2013	DIRECT	46,496,988	504,493			L
722005-40-2	PIMCO FDS		06/20/2013	DIRECT	23,742,510	228,874			L
9099999 - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						733,367	XXX	0	XXX
9799997 - Subtotals - Common Stocks - Part 3						733,367	XXX	0	XXX
9799999 - Subtotals - Common Stocks						733,367	XXX	0	XXX
9899999 - Subtotals- Preferred and Common Stocks						733,367	XXX	0	XXX
9999999 Totals						18,041,935	XXX	43,158	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
		F o r e i g n								11	12	13	14	15							
CUSIP Identifi- cation	Description		Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designa- tion or Market Indicator (a)
Bonds - U.S. Governments																					
36179M-E9-7	GNMA	06/01/2013	PAYDOWN		3,042	3,042	3,475				(433)		(433)		3,042			0	24	12/20/2039	1
383730-HX-2	GNMA	06/01/2013	PAYDOWN		4,490	4,490	4,647	4,647			(157)		(157)		4,490			0	95	02/16/2032	1
38373Y-PR-9	GNMA	06/01/2013	PAYDOWN		8,245	8,245	8,822	8,648			(403)		(403)		8,245			0	174	12/15/2031	1
38375B-D7-4	GNMA	06/20/2013	PAYDOWN		1,582	1,582	1,572				10		10		1,582			0	2	12/20/2062	1
83162C-NU-3	SMALL BUSINESS ADMIN.	06/01/2013	PAYDOWN		10,275	10,275	11,116	10,312			(38)		(38)		10,275			0		06/01/2024	1
83162C-PX-5	SMALL BUSINESS ADMIN.	05/01/2013	PAYDOWN		17,648	17,648	19,154	17,702			(54)		(54)		17,648			0	473	11/01/2025	1
UNITED STATES TREAS TIPS																					
912810-PV-4	1.75%	05/02/2013	DIR.		716,785	554,200	693,152	686,724			(4,108)		(4,108)		682,616		34,169	34,169	7,714	01/15/2028	1
912828-PS-3	UNITED STATES TREAS.	05/06/2013	VARIOUS		315,988	302,000	317,346	317,114			(1,602)		(1,602)		315,513		475	475	4,508	01/31/2016	1
912828-QM-5	UNITED STATES TREAS.	05/29/2013	MORGSTN4		907,418	900,000	912,902	908,604			(2,574)		(2,574)		906,030		1,388	1,388	4,867	05/15/2014	1
912828-QN-3	UNITED STATES TREAS.	05/02/2013	DIR.		227,773	200,000	216,331	214,210			(522)		(522)		213,688		14,085	14,085	2,918	05/15/2021	1
912828-RB-8	UNITED STATES TREAS.	06/05/2013	MORGSTN4		501,934	500,000	502,249	501,222			(321)		(321)		500,902		1,032	2,010	2,010	08/15/2014	1
912828-RF-9	UNITED STATES TREAS.	06/18/2013	VARIOUS		892,797	879,000	894,848				(930)		(930)		893,918		(1,121)	(1,121)	3,149	08/28/2016	1
912828-SV-3	UNITED STATES TREAS.	05/02/2013	DIR.		1,533,223	1,500,000	1,543,029	1,541,190			(1,382)		(1,382)		1,539,807		(6,585)	(6,585)	12,255	05/15/2022	1
912828-TP-5	UNITED STATES TREAS.	06/26/2013	VARIOUS		303,656	305,000	304,540				6		6		304,546		(890)	(890)	267	09/15/2015	1
912828-TY-6	UNITED STATES TREAS NTS	05/09/2013	DIR.		99,156	100,000	97,781				65		65		97,846		1,310	1,310	790	11/15/2022	1
UNITED STATES TREAS TIPS																					
912828-UH-1	125%	04/19/2013	DIR.		753,862	700,608	748,129				1,914		1,914		750,043		3,820	3,820	232	01/15/2023	1
912828-UN-8	UNITED STATES TREAS NTS	06/24/2013	DIR.		1,171,430	1,200,000	1,216,375				(416)		(416)		1,215,959		(44,529)	(44,529)	7,641	02/15/2023	1
912828-VB-3	UNITED STATES TREAS NTS	06/24/2013	DIR.		188,441	200,000	192,930				23		23		192,953		(4,511)	(4,511)	328	05/15/2023	1
0599999 - Bonds - U.S. Governments					7,657,745	7,386,090	7,688,398	4,210,373	0	(10,922)	0	(10,922)	0	7,659,103	0	(1,357)	(1,357)	47,447	XXX	XXX	
Bonds - All Other Governments																					
50064F-AC-8	KOREA REP.	F	06/01/2013	MATURED		225,000	225,000	238,741	227,322		(2,464)		(2,464)		225,000	(13,741)		(13,741)		06/01/2013	1FE
1099999 - Bonds - All Other Governments					225,000	225,000	238,741	227,322	0	(2,464)	0	(2,464)	0	225,000	(13,741)	0	(13,741)	0	XXX	XXX	
Bonds - U.S. States, Territories and Possessions																					
491189-FC-5	KENTUCKY ASSET / LIABILITY COMM GEN FD.		04/01/2013	DIR.		20,819	20,819	21,822			(39)		(39)		21,783		(964)	(964)	329	04/01/2018	1FE
1799999 - Bonds - U.S. States, Territories and Possessions					20,819	20,819	21,822	0	0	(39)	0	(39)	0	21,783	0	(964)	(964)	329	XXX	XXX	
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
31282H-BJ-4	FEDERAL HOME LN MTG CORP.		06/01/2013	PAYDOWN		5,577	5,577	5,731			(153)		(153)		5,577			0	74	01/01/2018	1
3128AL-EE-4	FEDERAL HOME LN MTG CORP.		06/01/2013	PAYDOWN		701	701	717			(16)		(16)		701			0	9	05/01/2027	1
3128JP-3B-4	FHLMC		06/01/2013	PAYDOWN		17,136	17,136	17,926	16,617		518		518		17,136			0	253	10/01/2039	1
3128JP-7K-0	FHLMC		06/01/2013	PAYDOWN		8,830	8,830	9,159			337		337		8,830			0	124	02/01/2040	1
3128JQ-HT-8	FHLMC		06/01/2013	PAYDOWN		21,935	21,935	22,480	21,607		327		327		21,935			0	285	07/01/2040	1
3128M1-MQ-9	FEDERAL HOME LN MTG CORP.		06/01/2013	PAYDOWN		4,558	4,558	5,030			(473)		(473)		4,558			0	67	07/01/2021	1
3128P7-D7-5	FHLMC		06/01/2013	PAYDOWN		3,719	3,719	4,047	3,773		(53)		(53)		3,719			0	78	04/01/2027	1
3128P7-M6-7	FHLMC		06/01/2013	PAYDOWN		10,539	10,539	11,218	10,667		(128)		(128)		10,539			0	184	12/01/2029	1
3128P7-NL-3	FNMA		06/01/2013	PAYDOWN		6,739	6,739	7,144	6,811		(71)		(71)		6,739			0	117	04/01/2030	1
3128PR-JW-0	FHLMC		06/01/2013	PAYDOWN		8,877	8,877	9,491	8,999		(122)		(122)		8,877			0	156	04/01/2025	1
31300L-Q7-3	FHLMC POOL #848578		06/01/2013	PAYDOWN		6,991	6,991	7,395	6,947		44		44		6,991			0	80	01/01/2037	1
31331X-WW-8	FEDERAL FARM CR BK		06/24/2013	MONTGOME		52,001	50,000	55,112	52,131		(778)		(778)		51,354		647	647	1,667	04/25/2014	1
31335H-3E-1	FHLMC		06/01/2013	PAYDOWN		4,502	4,502	4,746	4,541		(39)		(39)		4,502			0	87	02/01/2024	1
313370-LM-8	FEDERAL HOME LN BK		06/19/2013	MONTGOME		75,273	75,000	74,009	74,680		170		170		74,849		424	424	455	11/18/2013	1
3133M6-VF-2	FEDERAL HOME LN BK		06/21/2013	WARBURGD		51,240	50,000	55,487	51,853		(940)		(940)		50,913		327	327	99	12/11/2013	1
31359M-2D-4	FNMA		06/27/2013	TORONTOD		282,828	250,000	294,605	288,333		(4,690)		(4,690)		283,643		(815)	(815)	440	12/15/2016	1
313560-CM-3	FNMA		06/28/2013	DAINRAUS		303,393	300,000	300,279	300,213		(27)		(27)		300,186		3,207	3,207	2,813	09/28/2016	1
3136A2-FL-2	FNMA		06/01/2013	PAYDOWN		21,277	21,277	21,503			(226)		(226)		21,277			0	181	06/25/2037	1
3136A8-XK-1	FNMA		06/01/2013	PAYDOWN		7,157	7,157	7,568			(411)		(411)		7,157			0	30	06/25/2022	1
31371N-P8-2	FNMA POOL #257047		06/01/2013	PAYDOWN		6,194	6,194	6,752	6,321		(126)		(126)		6,194			0	133	10/01/2027	1
31371N-U4-5	FNMA		06/01/2013	PAYDOWN		6,523	6,523	6,863	6,601		(79)		(79)		6,523			0	127	05/01/2028	1
31371P-AJ-9	FNMA		06/01/2013	PAYDOWN		7,889	7,889	8,595	7,980		(90)		(90)		7,889			0	180	11/01/2018	1
3137A5-EJ-9	FEDERAL HOME LN MTG CORP.		06/01/2013	PAYDOWN		1,641	1,641	1,676			(35)		(35)		1,641			0	15	11/15/2023	1
3137AB-SU-1	FHLMC		06/01/2013	PAYDOWN		14,194	14,194	15,080	14,385		(192)		(192)		14,194			0	246	10/15/2039	1
3137AJ-YX-6	FEDERAL HOME LN MTG CORP.		06/01/2013	PAYDOWN		5,000	5,000	5,182			(182)		(182)		5,000			0		09/15/2029	1
3137EA-CR-8	FHLMC		06/13/2013	SOCIETE		756,450	750,000	747,915	749,190		310		310		749,500		6,950	6,950	8,279	02/25/2014	1
3138EG-EG-5	FNMA		06/01/2013	PAYDOWN		4,168	4,168	4,374	4,177		(10)		(10)		4,168			0	42	09/01/2036	1
3138EG-HF-4	FNMA		06/01/2013	PAYDOWN		5,235	5,235	5,721	5,302		(67)		(67)		5,235			0	112	09/01/2023	1
3138NX-HU-4	FNMA		06/01/2013	PAYDOWN		18,120	18,120	18,596			(476)		(476)		18,120						

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31393N-K2-4	FHLMC		06/01/2013	PAYDOWN		9,997	9,997	10,759	10,164		(167)		(167)		9,997			.0	194	03/15/2018	1
31393T-D5-2	FNMA		06/01/2013	PAYDOWN		2,936	2,936	3,004	2,946		(10)		(10)		2,936			.0	46	08/25/2033	1
31393U-L6-6	FNMA		06/01/2013	PAYDOWN		4,520	4,520	4,706	4,548		(28)		(28)		4,520			.0	78	08/25/2033	1
31394A-EC-6	FNMA		06/01/2013	PAYDOWN		18,718	18,718	20,005	18,980		(262)		(262)		18,718			.0	325	07/25/2033	1
31394A-HT-6	FNMA		06/01/2013	PAYDOWN		3,131	3,131	3,239	3,218		(87)		(87)		3,131			.0	55	09/25/2032	1
31394B-5A-8	FNMA		06/01/2013	PAYDOWN		7,631	7,631	8,072	7,688		(56)		(56)		7,631			.0	150	01/25/2035	1
31394B-BF-0	FNMA		06/01/2013	PAYDOWN		9,424	9,424	9,880	9,667		(243)		(243)		9,424			.0	165	07/25/2018	1
31394C-2T-8	FNMA		06/01/2013	PAYDOWN		10,205	10,205	10,977	10,419		(214)		(214)		10,205			.0	198	01/25/2034	1
31394C-VD-1	FNMA		06/01/2013	PAYDOWN		29,468	29,468	31,383	30,039		(571)		(571)		29,468			.0	570	10/25/2033	1
31394D-AA-2	FNMA REMIC 2005-48		06/01/2013	PAYDOWN		5,391	5,391	5,802	5,442		(51)		(51)		5,391			.0	115	02/25/2035	1
31394D-ED-8	FNMA SER 2005-22		06/01/2013	PAYDOWN		15,146	15,146	16,017	15,414		(268)		(268)		15,146			.0	294	10/25/2033	1
31394D-JH-4	FNMA		06/01/2013	PAYDOWN		11,291	11,291	11,965	11,487		(196)		(196)		11,291			.0	218	08/25/2033	1
31394D-PA-2	FNMA		06/01/2013	PAYDOWN		44,561	44,561	48,293	45,908		(1,347)		(1,347)		44,561			.0	870	07/25/2033	1
31394E-FT-0	FNMA		06/01/2013	PAYDOWN		5,050	5,050	5,498	5,097		(47)		(47)		5,050			.0	108	07/25/2035	1
31394F-J5-5	FNMA		06/01/2013	PAYDOWN		2,623	2,623	2,835	2,623		(211)		(211)		2,623			.0		02/25/2035	1
31394F-N9-2	FNMA REMIC 2005-84		06/01/2013	PAYDOWN		8,172	8,172	8,907	8,253		(82)		(82)		8,172			.0	182	10/25/2035	1
31394G-HU-0	FHLMC		06/01/2013	PAYDOWN		6,798	6,798	7,177	7,035		(236)		(236)		6,798			.0	132	11/15/2031	1
31394H-JF-9	FHLMC		06/01/2013	PAYDOWN		11,926	11,926	12,835	12,048		(122)		(122)		11,926			.0	238	10/15/2032	1
31394L-4E-9	FHLMC		06/01/2013	PAYDOWN		19,687	19,687	20,942	20,047		(360)		(360)		19,687			.0	383	01/15/2033	1
31394P-SZ-7	FHLMC		06/01/2013	PAYDOWN		6,435	6,435	6,889	6,517		(82)		(82)		6,435			.0	112	02/15/2019	1
31394R-JX-8	FHLMC		06/01/2013	PAYDOWN		19,724	19,724	21,030	20,060		(336)		(336)		19,724			.0	378	11/15/2032	1
31394T-WT-8	FHLMC		06/01/2013	PAYDOWN		23,153	23,153	24,658	23,771		(617)		(617)		23,153			.0	450	10/15/2032	1
31395E-QS-9	FHLMC		06/01/2013	PAYDOWN		16,048	16,048	17,082	16,399		(351)		(351)		16,048			.0	313	02/15/2033	1
31395F-NK-6	FHLMC		06/01/2013	PAYDOWN		4,630	4,630	4,872	4,675		(45)		(45)		4,630			.0	80	09/15/2024	1
31395H-DV-9	FHLMC		06/01/2013	PAYDOWN		16,483	16,483	17,637	16,932		(449)		(449)		16,483			.0	319	01/15/2033	1
31395K-T2-9	FHLMC		06/01/2013	PAYDOWN		9,286	9,286	9,921	9,528		(242)		(242)		9,286			.0	181	03/15/2033	1
31395W-BG-3	FHLMC		06/01/2013	PAYDOWN		18,249	18,249	19,629	18,991		(742)		(742)		18,249			.0	353	05/15/2033	1
31395W-DT-3	FHLMC		06/01/2013	PAYDOWN		22,875	22,875	24,212	23,390		(515)		(515)		22,875			.0	441	11/15/2033	1
31395W-GA-1	FHLMC		06/01/2013	PAYDOWN		18,728	18,728	19,891	19,195		(467)		(467)		18,728			.0	361	08/15/2033	1
31395W-SH-3	FHLMC		06/01/2013	PAYDOWN		8,233	8,233	8,936	8,309		(76)		(76)		8,233			.0	176	02/15/2035	1
31395P-BR-2	FHLMC		06/01/2013	PAYDOWN		15,566	15,566	16,490	16,137		(572)		(572)		15,566			.0	298	07/15/2033	1
31395U-MU-2	FHLMC		06/01/2013	PAYDOWN		9,670	9,670	10,432	9,787		(117)		(117)		9,670			.0	186	05/15/2020	1
31395U-XT-3	FHLMC		06/01/2013	PAYDOWN		20,119	20,119	21,289	20,594		(475)		(475)		20,119			.0	387	05/15/2034	1
31395X-ZU-2	FHLMC		06/01/2013	PAYDOWN		13,263	13,263	13,976	13,421		(158)		(158)		13,263			.0	257	12/15/2034	1
313960-FC-8	FNMA		06/01/2013	PAYDOWN		11,960	11,960	12,551	12,107		(147)		(147)		11,960			.0	210	07/25/2039	1
313960-MN-6	FNMA		06/01/2013	PAYDOWN		7,168	7,168	7,805	7,245		(77)		(77)		7,168			.0	167	05/25/2037	1
313960-TN-9	FNMA		06/01/2013	PAYDOWN		6,503	6,503	7,227	6,619		(116)		(116)		6,503			.0	151	05/25/2039	1
31396Y-H2-1	FNMA		06/01/2013	PAYDOWN		5,665	5,665	5,917	5,728		(62)		(62)		5,665			.0	98	09/25/2035	1
31397H-AG-3	FHLMC		05/01/2013	PAYDOWN		4,242	4,242	4,454	4,699		(457)		(457)		4,242			.0	78	01/15/2031	1
31397L-S7-5	FNMA		06/01/2013	PAYDOWN		20,515	20,515	22,201	20,865		(350)		(350)		20,515			.0	414	07/25/2019	1
31397N-L4-5	FNMA		06/01/2013	PAYDOWN		2,621	2,621	2,895	2,639		(18)		(18)		2,621			.0	67	06/25/2039	1
31397P-4C-1	FHLMC		06/01/2013	PAYDOWN		28,861	28,861	30,660	30,799		(1,938)		(1,938)		28,861			.0	623	11/15/2034	1
31397U-XA-2	FNMA REMIC		06/01/2013	PAYDOWN		12,375	12,375	13,067	12,505		(130)		(130)		12,375			.0	94	07/25/2026	1
31397W-JT-3	FHLMC		06/01/2013	PAYDOWN		71,172	71,172	77,444	76,061		(4,890)		(4,890)		71,172			.0	1,533	02/15/2027	1
31398A-4M-1	FNMA 31398A4M1		06/21/2013	MONTGOME		410,156	400,000	406,708	406,708		(1,112)		(1,112)		405,596		4,560	4,560	4,243	10/26/2015	1
31398A-T4-4	FNMA		06/06/2013	SOCIETE		1,300,988	1,300,000	1,312,251	1,302,548		(2,275)		(2,275)		1,300,273		715	715	8,721	06/26/2013	1
31398K-ZB-9	FHLMC		06/01/2013	PAYDOWN		6,248	6,248	6,535	6,323		(75)		(75)		6,248			.0	109	11/15/2038	1
31398R-RT-4	FNMA REMIC		06/01/2013	PAYDOWN		17,118	17,118	18,273	17,493		(376)		(376)		17,118			.0	305	09/25/2039	1
31398R-UH-6	FNMA		06/01/2013	PAYDOWN		9,256	9,256	9,672	9,312		(56)		(56)		9,256			.0	162	06/25/2040	1
31402N-YN-2	FNMA		06/01/2013	PAYDOWN		5,690	5,690	6,235	5,545		(545)		(545)		5,690	</					

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Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
										11	12	13	14	15							
00101J-AB-2	ADT CORP.		05/31/2013	CORPACTON		9,835	10,000	9,831			.4		.4		9,835			.0		07/15/2022	2FE
013716-AS-4	ALCAN INC.	A	05/15/2013	MATURED		50,000	50,000	53,148	50,528		(561)		(561)		50,000	(3,148)		(3,148)	1,125	05/15/2013	1FE
02003W-BQ-6	ALLSTATE GLOBAL		04/30/2013	MATURED		50,000	50,000	54,054	50,691		(746)		(746)		50,000	(4,054)		(4,054)	1,344	04/30/2013	1FE
02005J-AC-3	ALLY AUTO RECV.		06/15/2013	PAYDOWN		16,357	16,357	16,355	16,356		.1		.1		16,357			.0	62	08/17/2015	1FE
02005R-AB-7	ALLY AUTO RECV.		06/15/2013	PAYDOWN		7,723	7,723	7,718	7,720		.3		.3		7,723			.0	33	01/15/2015	1FE
03064F-AM-5	AMERICREDIT AUTO REC.		06/08/2013	PAYDOWN		33,397	33,397	33,455	33,446		(48)		(48)		33,397			.0	165	04/08/2015	1FE
03064M-AC-2	AMERICREDIT		06/08/2013	PAYDOWN		11,627	11,627	11,620	11,624		.3		.3		11,627			.0	63	09/08/2015	1FE
031162-BF-6	AMGEN INC.		06/18/2013	BARCLAYF		14,479	14,000	13,968	13,977		.3		.3		13,980		499	499	5	06/15/2016	2FE
039483-AW-2	ARCHER DANIELS MIDLAND		04/03/2013	VARIOUS		93,023	92,000	92,166	92,143		(34)		(34)		92,109		914	914	517	02/15/2014	1FE
05367A-AA-1	AVIATION CAP GROUP		04/09/2013	DIR.		114,500	100,000	103,438	102,952		(69)		(69)		102,883		11,617	11,617	3,503	10/15/2020	3FE
055451-AA-6	BHP FINANCE	F	04/15/2013	MATURED		70,000	70,000	75,069	70,750		(805)		(805)		70,000	(5,069)		(5,069)	1,680	04/15/2013	1FE
055650-BQ-0	BP CAP MKTS	F	06/13/2013	GOLDMAN		21,136	20,000	21,212	21,022		(145)		(145)		20,877		259	259	492	03/11/2016	1FE
05950X-AB-2	BANC AMERICA		06/01/2013	PAYDOWN		5,261	5,261	5,453	5,273		(12)		(12)		5,261			.0	117	09/10/2047	1FM
	BANC AMER LARGE LN TR																				
05956K-AA-6	2010-HLTN		06/15/2013	PAYDOWN		3,366	3,366	3,369	2,224		.12		.12		3,366			.0	26	11/15/2015	1FE
05965X-AH-2	BANCO SANTANDER	F	04/08/2013	DIR.		105,313	100,000	99,716	99,834		.18		.18		99,852		5,461	5,461	2,073	09/22/2015	1FE
05966T-AH-0	BANCO SANTANDER	F	04/08/2013	DIR.		262,031	250,000	248,155	248,828		.90		.90		248,918		13,114	13,114	7,880	01/14/2016	2FE
060516-DX-4	BANK AMER FDG CORP.		06/04/2013	DIR.		343,110	300,000	346,884	346,248		(3,528)		(3,528)		342,720		390	390	10,170	05/01/2018	1FE
07386H-JU-6	BEAR STEARNS ALT-A TR.		06/26/2013	PAYDOWN		290	290	281	281		.9		.9		290			.0		07/25/2034	2FE
12612B-AD-2	CNH EQUIP TR.		06/15/2013	PAYDOWN		7,860	7,860	7,995	7,918		(58)		(58)		7,860			.0	75	01/15/2016	1FE
12622X-AC-4	CNH EQUIP TRUST		06/15/2013	PAYDOWN		11,629	11,629	11,627	11,628		.1		.1		11,629			.0	52	06/15/2018	1FE
12623C-AC-9	CNH EQUIP TRUST		06/15/2013	PAYDOWN		8,807	8,807	8,805	8,807		.0		.0		8,807			.0	33	08/15/2016	1FE
14312Y-AC-3	CARMAX AUTO.		06/15/2013	PAYDOWN		18,951	18,951	18,827	18,898		.53		.53		18,951			.0	72	02/17/2015	1FE
14313E-AC-6	CARMAX AUTO.		06/15/2013	PAYDOWN		17,637	17,637	17,748	17,691		(53)		(53)		17,637			.0	96	02/16/2015	1FE
14986D-AE-0	CD3 MTG.		06/01/2013	PAYDOWN		13,032	13,032	13,594	12,966		.66		.66		13,032			.0	298	10/15/2048	1FE
173067-GM-5	CITIGROUP CMO		05/01/2013	PAYDOWN		238,458	238,458	239,501	238,489		(32)		(32)		238,458			.0	4,597	05/15/2043	1FM
173076-EB-0	CITIGROUP MTG LN TR.		06/01/2013	PAYDOWN		3,814	3,814	3,630	3,630		.184		.184		3,814			.0	26	03/25/2034	3FE
20046G-AC-2	CMO COMM 2006-FL12		06/15/2013	PAYDOWN		6,085	6,085	5,925	5,822		.263		.263		6,085			.0	7	12/15/2020	1FM
233835-AW-7	DAIMLERCHRYSLER		06/27/2013	MCDONALD		66,411	65,000	72,687	67,653		(1,492)		(1,492)		66,161		250	250	2,617	11/15/2013	1FE
24422E-OX-0	DEERE JOHN CAP CORP.		06/17/2013	VARIOUS		320,132	320,000	319,722	319,952		.29		.29		319,981	213	151	364	520	06/17/2013	1FE
25470D-AC-3	DISCOVERY COMMUNICAT.		06/18/2013	DIR.		11,350	10,000	11,541			(57)		(57)		11,484		(134)	(134)	28	06/01/2020	2FE
26884A-AQ-6	ERP OPER LTD.		04/01/2013	MATURED		20,000	20,000	21,416	20,169		(181)		(181)		20,000	(1,416)		(1,416)	520	04/01/2013	2FE
278642-AB-9	EBAY INC.		04/19/2013	FIRSTBST		20,564	20,000	19,413	19,622		.41		.41		19,663		901	901	171	10/15/2015	1FE
34529M-AD-4	FORD CR AUTO.		06/15/2013	PAYDOWN		6,213	6,213	6,236	6,216		(3)		(3)		6,213			.0	41	09/15/2015	1FE
34529U-AC-8	FORD CREDIT AUTO.		06/15/2013	PAYDOWN		2,166	2,166	2,172	2,167		(1)		(1)		2,166			.0	8	08/15/2016	1FE
36233Z-AB-4	GS MTG SEC.		06/01/2013	PAYDOWN		96,427	96,427	96,879	96,589		(163)		(163)		96,427			.0	2,189	11/10/2039	1FM
36962G-AC-5	GENERAL ELEC CAP.		06/19/2013	VARIOUS		210,548	200,000	219,156	206,932		(2,064)		(2,064)		204,869		5,679	5,679	6,454	05/13/2014	1FE
36962G-P6-5	GENERAL ELECTRIC		05/10/2013	SOUTWESE		107,576	100,000	109,309	107,831		(1,326)		(1,326)		106,505		1,071	1,071	3,399	03/04/2015	1FE
370334-BG-8	GENERAL MILLS		06/07/2013	MCDONALD		25,205	25,000	27,230	25,640		(460)		(460)		25,180		25	25	1,083	08/15/2013	2FE
38141E-A3-3	GOLDMAN SACHS GROUP		05/23/2013	VARIOUS		136,528	130,000	138,718	137,041		(2,000)		(2,000)		135,041		1,487	1,487	4,282	05/01/2014	1FE
38143U-SC-6	GOLDMAN SACHS		06/13/2013	MORGSTN4		47,407	45,000	47,934			(142)		(142)		47,793		(386)	(386)	594	02/07/2016	1FE
423074-AL-7	HEINZ H J CO.		05/10/2013	MERRILLP.		25,279	25,000	25,384	25,310		(30)		(30)		25,279			.0	338	09/12/2016	3FE
428236-BC-6	HEWLETT PACKARD		06/21/2013	DIR.		116,240	115,000	112,873	113,704		227		227		113,931		2,309	2,309	1,921	09/13/2015	2FE
43813T-AC-7	HONDA AUTO RECV.		06/15/2013	PAYDOWN		12,466	12,466	12,466	12,466		.0		.0		12,466			.0	55	10/15/2014	1FE
44890J-AB-5	HYUNDAI AUTO.		05/31/2013	MORGSTN4		184,014	184,000	183,988			(3)		(3)		183,985		30	30	293	12/15/2015	1FE
44921A-AD-3	HYUNDAI AUTO.		06/15/2013	PAYDOWN		8,786	8,786	9,099	8,884		(98)		(98)		8,786			.0	107	03/15/2016	1FE
45687A-AE-2	INGERSOLL-RAND GLOBA	F	06/07/2013	FIRSTUCP		26,748	25,000	29,744	27,388		(822)		(822)		26,566		182	182	1,564	04/15/2014	2FE
46625Y-JE-4	JP MORGAN CMO		06/01/2013	PAYDOWN		281,360	281,360	289,625	289,322		(7,962)		(7,962)		281,360			.0	6,093	08/12/2037	1FM
46629P-AM-0	JP MORGAN CHASE		06/01/2013	PAYDOWN		6,303	6,303	6,449	6,307		(4)		(4)		6,303			.0	124	05/15/2047	1FM
	J P MORGAN ALTERNATIVE LN			</																	

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STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23
Description	Description of Item(s) Hedged, Used for Income Generation or Replicated	Schedule/ Exhibit Identifier	Type(s) of Risk(s) (a)	Exchange, Counterparty or Central Clearinghouse	Trade Date	Date of Maturity or Expiration	Number of Contracts	Notional Amount	Strike Price, Rate or Index Received (Paid)	Cumulative Prior Year(s) Initial Cost of Premium (Received) Paid	Current Year Initial Cost of Premium (Received) Paid	Current Year Income	Book/ Adjusted Carrying Value	Code	Fair Value	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B./A.C.V.	Current Year's (Amortization)/ Accretion	Adjustment To Carrying Value of Hedged Item	Potential Exposure	Credit Quality of Reference Entity	Hedge Effectiveness at Inception and at Quarter-end (b)
IRS USD CME S&P500 06-19-2033 SWU002RE4 CME IRS CME CSFBUS USD P 3.0%/R 3M LIBOR 03/21/2023 SWU002RS3 CME IRS CME CSFBUS USD P 3M LIBOR/R 3.0% 03/21/2023 SWU002RS3			Interest.....	Citigroup-	01/18/2013	06/19/2033		700,000					62,216		62,216	(12,894)				62,216		
			Interest.....	Barclays-	04/17/2013	03/21/2023		2,400,000					51,701		51,701	(3,485)				51,701		
			Interest.....	Credit Suisse-	03/28/2013	03/21/2023		(2,400,000)					(59,655)		(59,655)	(57,936)				(59,655)		
1099999 - Other - Interest Rate										0	0	0	54,262	XXX	54,262	(74,315)	0	0	0	54,262	XXX	XXX
Swaps - Other - Other																						
CALL SWAPTION USD BARCB33 3MLIBOR/6M 1.8% European 317U024E4 07-29-2013			Equity/Index.....	CBOT-	01/31/2013	07/29/2013		(200,000)	1.8							960				0		
CALL SWAPTION USD BARCB33 3MLIBOR/6M 1.8 European 317U024E4.000084 07-29-2013			Equity/Index.....	CBOT-	02/04/2013	07/29/2013		(300,000)	1.8							1,260				0		
CALL SWAPTION USD GSCMUS33 3MLIBOR/6M 1.8 European 317U085E0.000085 07-29-2013			Equity/Index.....	CBOT-	02/07/2013	07/29/2013		(100,000)	1.8							366				0		
CALL SWAPTION USD GSCMUS33 3MLIBOR/6M 1.8 European 317U085E0.000086 07-29-2013			Equity/Index.....	CBOT-	02/12/2013	07/29/2013		(300,000)	1.8							1,190				0		
CALL SWAPTION USD BOFAUS6S 3MLIBOR/6M 1.8 European 317U125E2.000086 07-29-2013			Equity/Index.....	CBOT-	02/14/2013	07/29/2013		(300,000)	1.8							1,000				0		
CALL SWAPTION USD DEUTGB2L 3MLIBOR/6M 1.8% European 317U242E0 07-29-2013			Equity/Index.....	CBOT-	03/12/2013	07/29/2013		(100,000)	1.8							200				0		
CALL SWAPTION USD RBOSGB2RTCM 3MLIBOR/6M1.8% European 317U133E2 07-29-2013			Equity/Index.....	CBOT-	04/03/2013	07/29/2013		(600,000)	1.8							1,822				0		
CALL SWAPTION USD GSCMUS33 3MLIBOR/6M 1.8% European 317U085E0 07-29-2013			Equity/Index.....	CBOT-	04/04/2013	07/29/2013		(200,000)	1.8							880				0		
PUT SWPTN USD BARCB33 6M 2.65%/3MLIBOR European 317U025E3 07-29-2013			Equity/Index.....	CBOT-	01/31/2013	07/29/2013		(200,000)	2.65				(2,873)		(2,873)	(1,473)				(2,873)		
PUT SWPTN USD BARCB33 6M 2.65%/3MLIBOR European 317U025E3.000084 07-29-2013			Equity/Index.....	CBOT-	02/04/2013	07/29/2013		(300,000)	2.65				(4,309)		(4,309)	(2,059)				(4,309)		
PUT SWPTN USD BOFAUS6S 6M 2.65%/3MLIBOR European 317U126E1.000086 07-29-2013			Equity/Index.....	CBOT-	02/14/2013	07/29/2013		(300,000)	2.65				(4,309)		(4,309)	(2,199)				(4,309)		

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STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

(a)	Code	Description of Hedged Risk(s)

(b)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period

SCHEDULE DB - PART B - SECTION 1

NONE

E07

(b)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period

SCHEDULE DB - PART D - SECTION 1

[illegible]

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF JUNE 30, 2013 OF THE Health Alliance Plan of Michigan

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

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